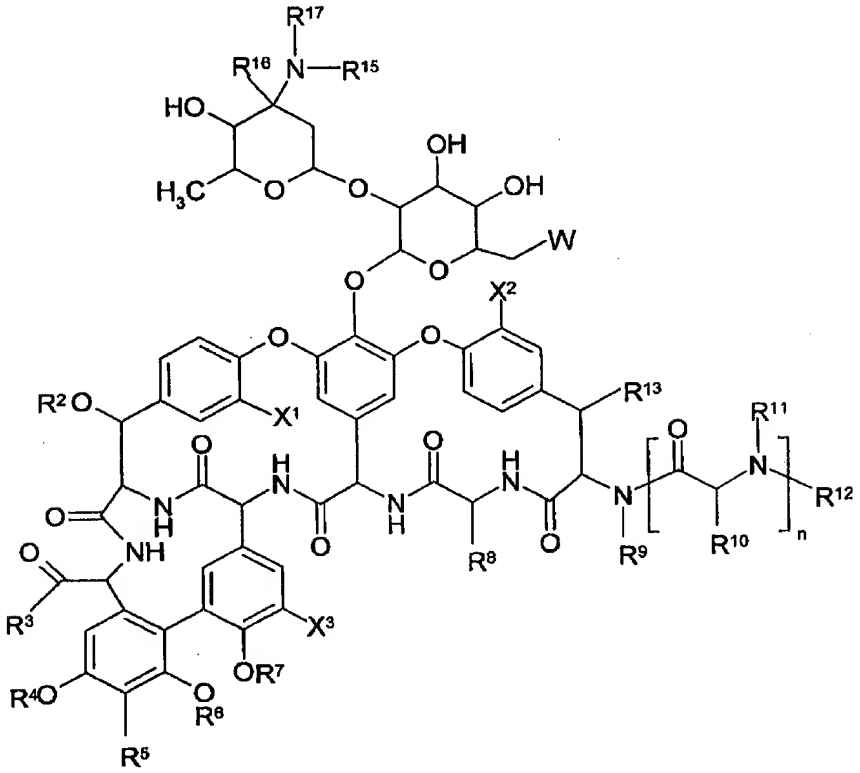
II. AMENDMENTS TO THE CLAIMS

1. (Previously Amended) A compound of formula I:



I

wherein

R^2 is hydrogen or a saccharide group optionally substituted with $-R^a-Y-R^b-(Z)_x$;

R^3 is $-OR^c$, $-NR^cR^c$, $-O-R^a-Y-R^b-(Z)_x$, $-NR^c-R^a-Y-R^b-(Z)_x$, $-NR^cR^e$, or $-O-R^e$;

R^4 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, $-R^a-Y-R^b-(Z)_x$, $-C(O)R^d$ and a saccharide group optionally substituted with $-R^a-Y-R^b-(Z)_x$;

R^5 is selected from the group consisting of hydrogen, halo, $-CH(R^c)-NR^cR^c$, $-CH(R^c)-NR^cR^c$ and $-CH(R^c)-NR^c-R^a-Y-R^b-(Z)_x$;

R^6 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, $-R^a-Y-R^b-(Z)_x$, $-C(O)R^d$ and a saccharide group optionally substituted with $-NR^c-R^a-Y-R^b-(Z)_x$, or R^5 and R^6 can be joined, together with the atoms to which they are attached, form a heterocyclic ring optionally substituted with $-NR^c-R^a-Y-R^b-(Z)_x$;

R^7 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, $-R^a-Y-R^b-(Z)_x$, and $-C(O)R^d$;

R^8 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R^9 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R^{10} is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic; or R^8 and R^{10} are joined to form $-Ar^1-O-Ar^2-$, where Ar^1 and Ar^2 are independently arylene or heteroarylene;

R^{11} is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic, or R^{10} and R^{11} are joined, together with the carbon and nitrogen atoms to which they are attached, to form a heterocyclic ring;

R^{12} is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic, $-C(O)R^d$, $-C(NH)R^d$, $-C(O)NR^cR^c$, $-C(O)OR^d$, $-C(NH)NR^cR^c$ and $-R^a-Y-R^b-(Z)_x$, or R^{11} and R^{12} are joined, together with the nitrogen atom to which they are attached, to form a heterocyclic ring;

R^{13} is selected from the group consisting of hydrogen or $-OR^{14}$;

R^{14} is selected from hydrogen, $-C(O)R^d$ and a saccharide group;

R^{15} is hydrogen or $-R^a-Y-R^b-(Z)_x$;

R^{16} is hydrogen or methyl;

R^{17} is hydrogen, alkyl or substituted alkyl;

each R^a is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene;

each R^b is independently selected from the group consisting of a covalent bond, alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene, provided R^b is not a covalent bond when Z is hydrogen;

each R^c is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic and $-C(O)R^d$;

each R^d is independently selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R^e is a saccharide group;

W is selected from the group consisting of $-SR^c$, $-S-S-R^d$, $-NR^cR^c$, $-S(O)R^d$, $-SO_2R^d$, $-NR^cC(O)R^d$, $-OSO_2R^d$, $-OC(O)R^d$, $-NR^cSO_2R^d$, $-C(O)NR^cR^c$, $-C(O)OR^c$, $-C(NR^c)OR^c$, $-SO_2NR^cR^c$, $-SO_2OR^c$, $-P(O)(OR^c)_2$, $-P(O)(OR^c)NR^cR^c$, $-OP(O)(OR^c)_2$, $-OP(O)(OR^c)NR^cR^c$, $-OC(O)OR^d$, $-NR^cC(O)OR^d$, $-NR^cC(O)NR^cR^c$, $-OC(O)NR^cR^c$, $-NR^cSO_2NR^cR^c$; $-N^+(R^c)=CR^cR^c$, $-N=P(R^d)_3$, $-N^+(R^d)_3$, $-P^+(R^d)_3$, $-C(S)OR^d$, and $-C(S)SR^d$;

X^1, X^2 and X^3 are independently selected from hydrogen or chloro;

each Y is independently selected from the group consisting of oxygen, sulfur, $-S-S-$, $-NR^c-$, $-S(O)-$, $-SO_2-$, $-NR^cC(O)-$, $-OSO_2-$, $-OC(O)-$, $-NR^cSO_2-$, $-C(O)NR^c-$, $-C(O)O-$, $-SO_2NR^c-$, $-SO_2O-$, $-P(O)(OR^c)O-$, $-P(O)(OR^c)NR^c-$, $-OP(O)(OR^c)O-$, $-OP(O)(OR^c)NR^c-$, $-OC(O)O-$, $-NR^cC(O)O-$, $-NR^cC(O)NR^c-$, $-OC(O)NR^c-$ and $-NR^cSO_2NR^c-$;

each *Z* is independently selected from hydrogen, aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocyclic;

n is 0, 1 or 2;

x is 1 or 2;

and pharmaceutically acceptable salts, stereoisomers and prodrugs thereof;

provided that at least one of R^{15}, R^2, R^3, R^4, R^5, R^6, R^7 or R^{12} has a substituent of the formula $-R^a-Y-R^b-(Z)_x$;

and further provided that:

(i) when Y is $-NR^c-$, R^c is alkyl of 1 to 4 carbon atoms, Z is hydrogen and R^b is alkylene, then R^b contains at least 5 carbon atoms;

(ii) when Y is $-C(O)NR^c-$, Z is hydrogen and R^b is alkylene, then R^b contains at least 5 carbon atoms;

(iii) when Y is sulfur, Z is hydrogen and R^b is alkylene, then R^b contains at least 7 carbon atoms; and

(iv) when Y is oxygen, Z is hydrogen and R^b is alkylene, then R^b contains at least 11 carbon atoms.

2. (Original) The compound of Claim 1, wherein R^2 is hydrogen and R^{13} is -OH.

3. (Original) The compound of Claim 2, wherein R^4, R^6 and R^7 are each hydrogen.

4. (Original) The compound of Claim 3, wherein R^8 is $-CH_2C(O)NH_2$.

5. (Original) The compound of Claim 4, wherein R^9 is hydrogen; R^{10} is isobutyl; R^{11} is methyl; and R^{12} is hydrogen.

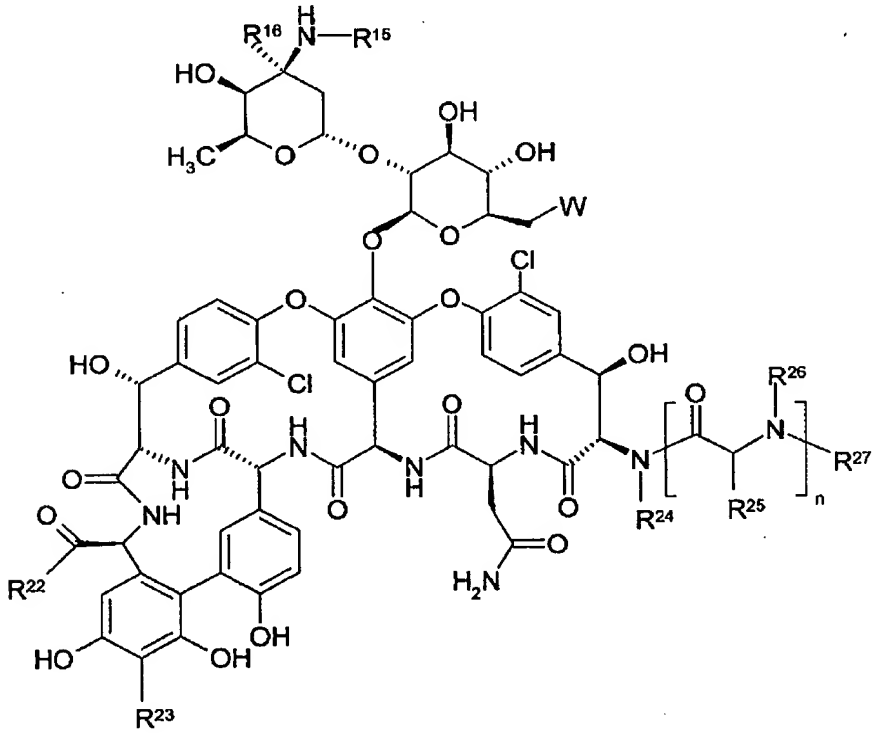
6. (Original) The compound of Claim 5, wherein R^5 is hydrogen, $-CH_2-NHR^c$, $-CH_2-NR^cR^c$ and $-CH_2-NH-R^a-Y-R^b-(Z)_x$.

7. (Original) The compound of Claim 6, wherein R^3 is $-OR^c$ or $-NR^cR^c$.

8. (Original) The compound of Claim 7, wherein R^3 is -OH and R^5 is hydrogen.

9. (Original) The compound of Claim 8, wherein R^{15} is $-R^a-Y-R^b-(Z)_x$.

10. (Previously Amended) A compound of formula II:



II

wherein

R^{15} is hydrogen or $-R^a-Y-R^b-(Z)_x$;

R^{16} is hydrogen or methyl;

R^{22} is $-OR^c$, $-NR^cR^c$, $-O-R^a-Y-R^b-(Z)_x$ or $-NR^c-R^a-Y-R^b-(Z)_x$;

R^{23} is selected from the group consisting of hydrogen, halo, $-CH(R^c)-NR^cR^c$, $-CH(R^c)-R^c$ and $-CH(R^c)-NR^c-R^a-Y-R^b-(Z)_x$;

R^{24} is selected from the group consisting of hydrogen and lower alkyl;

R^{25} is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R^{26} is selected from the group consisting of hydrogen and lower alkyl; or R^{25} and R^{26} are joined, together with the carbon and nitrogen atoms to which they are attached, to form a heterocyclic ring;

R^{27} is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic, $-C(O)R^d$, $-C(NH)R^d$, $-C(O)NR^cR^c$, $-C(O)OR^d$, $-C(NH)NR^cR^c$ and $-R^a-Y-R^b-(Z)_x$, or R^{26} and R^{27} are joined, together with the nitrogen atom to which they are attached, to form a heterocyclic ring;

each R^a is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene;

each R^b is independently selected from the group consisting of a covalent bond, alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene, provided R^b is not a covalent bond when Z is hydrogen;

each R^c is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic and $-C(O)R^d$;

each R^d is independently selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl,

cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R^c is an aminosaccharide group;

W is selected from the group consisting of $-SR^c$, $-S-S-R^d$, $-NR^cR^c$, $-S(O)R^d$, $-SO_2R^d$, $-NR^cC(O)R^d$, $-OSO_2R^d$, $-OC(O)R^d$, $-NR^cSO_2R^d$, $-C(O)NR^cR^c$, $-C(O)OR^c$, $-C(NR^c)OR^c$, $-SO_2NR^cR^c$, $-SO_2OR^c$, $-P(O)(OR^c)_2$, $-P(O)(OR^c)NR^cR^c$, $-OP(O)(OR^c)_2$, $-OP(O)(OR^c)NR^cR^c$, $-OC(O)OR^d$, $-NR^cC(O)OR^d$, $-NR^cC(O)NR^cR^c$, $-OC(O)NR^cR^c$, $-NR^cSO_2NR^cR^c$; $-N^+(R^c)=CR^cR^c$, $-N=P(R^d)_3$, $-N^+(R^d)_3$, $-P^+(R^d)_3$, $-C(S)OR^d$, and $-C(S)SR^d$;

each Y is independently selected from the group consisting of oxygen, sulfur, $-S-S-$, $-NR^c-$, $-S(O)-$, $-SO_2-$, $-NR^cC(O)-$, $-OSO_2-$, $-OC(O)-$, $-NR^cSO_2-$, $-C(O)NR^c-$, $-C(O)O-$, $-SO_2NR^c-$, $-SO_2O-$, $-P(O)(OR^c)O-$, $-P(O)(OR^c)NR^c-$, $-OP(O)(OR^c)O-$, $-OP(O)(OR^c)NR^c-$, $-OC(O)O-$, $-NR^cC(O)O-$, $-NR^cC(O)NR^c-$, $-OC(O)NR^c-$ and $-NR^cSO_2NR^c-$;

each *Z* is independently selected from hydrogen, aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocyclic;

n is 0, 1 or 2;

x is 1 or 2;

and pharmaceutically acceptable salts, stereoisomers and prodrugs thereof;

provided that at least one of R^{15}, R^{22}, R^{23} or R^{27} has a substituent of the formula $-R^a-Y-R^b-(Z)_x$;

and further provided that:

(i) when Y is $-NR^c-$, R^c is alkyl of 1 to 4 carbon atoms, Z is hydrogen and R^b is alkylene, then R^b contains at least 5 carbon atoms;

(ii) when Y is $-C(O)NR^c-$, Z is hydrogen and R^b is alkylene, then R^b contains at least 5 carbon atoms;

(iii) when Y is sulfur, Z is hydrogen and R^b is alkylene, then R^b contains at least 7 carbon atoms; and

(iv) when Y is oxygen, Z is hydrogen and R^b is alkylene, then R^b contains at least 11 carbon atoms.

11. (Original) The compound of Claim 10, wherein R^{24} is hydrogen; R^{25} is isobutyl; R^{26} is methyl; and R^{27} is hydrogen.

12. (Original) The compound of Claim 11, wherein R^{22} is -OH.

13. (Original) The compound of Claim 12, wherein R^{23} is hydrogen.

14. (Original) The compound of Claim 13, wherein R^{15} is $-R^a-Y-R^b-(Z)_x$.

15. (Original) The compound of Claim 9 or 14, wherein *W* is $-NH_2$.

16. (Original) The compound of Claim 15, wherein the $-R^a-Y-R^b-(Z)_x$ group is selected from the group consisting of:

$-CH_2CH_2-NH-(CH_2)_9CH_3$;

$-CH_2CH_2CH_2-NH-(CH_2)_8CH_3$;

$-CH_2CH_2CH_2CH_2-NH-(CH_2)_7CH_3$;

$-CH_2CH_2-NHSO_2-(CH_2)_9CH_3$;

$-CH_2CH_2-NHSO_2-(CH_2)_{11}CH_3$;

$-CH_2CH_2-S-(CH_2)_8CH_3$;

$-CH_2CH_2-S-(CH_2)_9CH_3$;

$-CH_2CH_2-S-(CH_2)_{10}CH_3$;

$-CH_2CH_2CH_2-S-(CH_2)_8CH_3$;

$-CH_2CH_2CH_2-S-(CH_2)_9CH_3$;

$-CH_2CH_2CH_2-S-(CH_2)_3-CH=CH-(CH_2)_4CH_3$ (*trans*);

$-CH_2CH_2CH_2CH_2-S-(CH_2)_7CH_3$;

$-CH_2CH_2-S(O)-(CH_2)_9CH_3$;

$-CH_2CH_2-S-(CH_2)_6Ph$;

-CH_2CH_2-S-$(CH_2)_8$Ph;

-$CH_2CH_2CH_2$-S-$(CH_2)_8$Ph;

-CH_2CH_2-NH-CH_2-4-(4-Cl-Ph)-Ph;

-CH_2CH_2-NH-CH_2-4-[4-$CH_3)_2CHCH_2$-]-Ph;

-CH_2CH_2-NH-CH_2-4-(4-CF_3-Ph)-Ph;

-CH_2CH_2-S-CH_2-4-(4-Cl-Ph)-Ph;

-CH_2CH_2-S(O)-CH_2-4-(4-Cl-Ph)-Ph;

-$CH_2CH_2CH_2$-S-CH_2-4-(4-Cl-Ph)-Ph;

-$CH_2CH_2CH_2$-S(O)-CH_2-4-(4-Cl-Ph)-Ph;

-$CH_2CH_2CH_2$-S-CH_2-4-[3,4-di-Cl-PhCH_2O-)-Ph;

-CH_2CH_2-$NHSO_2$-CH_2-4-[4-(4-Ph)-Ph]-Ph;

-$CH_2CH_2CH_2$-$NHSO_2$-CH_2-4-(4-Cl-Ph)-Ph;

-$CH_2CH_2CH_2$-$NHSO_2$-CH_2-4-(Ph-C≡C-)-Ph;

-$CH_2CH_2CH_2$-$NHSO_2$-4-(4-Cl-Ph)-Ph; and

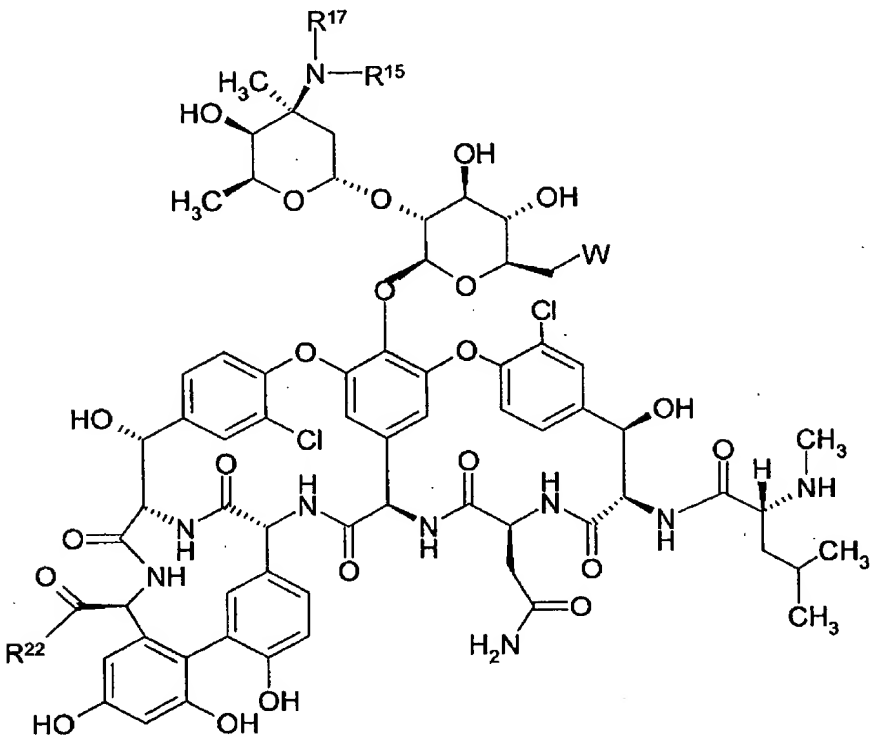
-$CH_2CH_2CH_2$-$NHSO_2$-4-(naphth-2-yl)-Ph.

17. (Currently Amended) A ~~pharmaceutical~~ composition comprising a pharmaceutically-acceptable carrier and a compound of Claim 1 or 10.

18. (Currently Amended) A ~~pharmaceutical~~ composition comprising a pharmaceutically-acceptable carrier and a cyclodextrin in combination with a compound of Claim 1 or 10.

19. (Canceled).

20. (Previously Amended) A compound of formula III:



III

or a pharmaceutically-acceptable salt thereof; wherein:

W is $-NH_2$;

R^{17} is hydrogen;

R^{22} is –OH; and

R^{15} is selected from the group consisting of:

$-CH_2CH_2-NH-(CH_2)_9CH_3$;

$-CH_2CH_2-N[(CH_2)_9CH_3]_2$;

$-CH_2CH_2-NH-(CH_2)_7CH_3$;

$-CH_2CH_2-NH-(CH_2)_5CH_3$;

$-CH_2CH_2-NH-CH_2Ph$;

$-CH_2CH_2-NH-CH_2-4-Ph-Ph$;

$-CH_2CH_2-NH-CH_2-4-(4\text{-}Cl\text{-}Ph)-Ph$;

$-CH_2CH_2-NH-(CH_2)_8CH_3$;

$-CH_2CH_2-NH-CH_2-$cyclohexyl;

$-CH_2CH_2CH_2-NH-(CH_2)_8CH_3$;

$-CH_2CH_2CH_2CH_2-NH-(CH_2)_7CH_3$;

$-CH_2CH_2CH_2CH_2CH_2-NH-(CH_2)_6CH_3$;

$-CH_2CH_2-N(CH_3)-(CH_2)_9CH_3$;

$-CH_2CH_2-NH-(CH_2)_3CH=CH(CH_2)_4CH_3$ (*trans*);

$-CH_2CH_2-NH-CH_2CH=C(CH_3)(CH_2)_2-CH=C(CH_3)_2$ (*trans, trans*);

$-CH_2CH_2-NH-(CH_2)_8CH(OH)CH_3$;

$-CH_2CH_2-NH-(CH_2)_8CH=CH_2$;

$-CH_2CH_2-NH-CH_2-$cyclopropyl;

$-CH_2CH_2-NHC(O)-(CH_2)_6CH(CH_3)CH_3$;

$-CH_2CH_2-NHC(O)-(CH_2)_8CH_3$;

$-CH_2CH_2-OC(O)-(CH_2)_8CH_3$;

$-CH_2-C(O)O-(CH_2)_9CH_3$;

$-CH_2-C(O)NH-(CH_2)_9CH_3$;

$-CH_2-C(O)O-(CH_2)_7CH_3$;

$-CH_2CH_2-NHSO_2-(CH_2)_7CH_3$;

$-CH_2CH_2-OSO_2-(CH_2)_7CH_3$;

$-CH_2CH_2-S-(CH_2)_9CH_3$;

$-CH_2CH_2-NHC(O)-(CH_2)_6CH_3$;

$-CH_2CH_2-NHC(O)-(CH_2)_7CH_3$;

$-CH_2CH_2-NHC(O)-(CH_2)_9CH_3$;

$-CH_2-C(O)NH-(CH_2)_6CH_3$;

$-CH_2-C(O)NH-(CH_2)_7CH_3$;

$-CH_2-C(O)NH-(CH_2)_8CH_3$;

$-CH_2CH_2-NH-(CH_2)_6Ph$;

$-CH_2CH_2-NH-(CH_2)_8Ph$;

$-CH_2CH_2-NH-CH_2Ph$;

$-CH_2CH_2-NH-CH_2$-4-Cl-Ph;

$-CH_2CH_2-NH-CH_2$-4-[$CH_3(CH_2)_2O$-]Ph;

$-CH_2CH_2-NH-CH_2$-4-[$CH_3(CH_2)_4O$-]Ph;

$-CH_2CH_2-NH-CH_2$-4-[$CH_3(CH_2)_6O$-]Ph;

$-CH_2CH_2-NH-CH_2$-4-[$CH_3(CH_2)_8O$-]Ph;

$-CH_2CH_2-NH-CH_2$-4-[$CH_3(CH_2)_2$-]Ph;

$-CH_2CH_2-NH-CH_2$-4-[$CH_3(CH_2)_3$-]Ph;

$-CH_2CH_2-NH-CH_2$-4-[$CH_3(CH_2)_4$-]Ph;

$-CH_2CH_2-NH-CH_2$-4-(PhO-)Ph;

$-CH_2CH_2-NH-CH_2$-4-(PhS-)Ph;

$-CH_2CH_2-NH-CH_2$-3-(PhO-)Ph;

$-CH_2CH_2-NH-CH_2$-4-(cyclohexyl-)Ph;

$-CH_2CH_2-NH-CH_2$-4-{4-[$CH_3(CH_2)_4O$-]-Ph}-Ph;

$-CH_2CH_2-NH-CH_2$-4-CF_3-Ph;

$-CH_2CH_2-NH-CH_2$-4-($PhCH_2O$-)Ph;

$-CH_2CH_2-NH-CH_2$-4-(4-CH_3-$PhCH_2O$-)Ph;

$-CH_2CH_2-NH-(CH_2)_7CH(CH_3)_2$;

$-(CH_2)_5-NH-(CH_2)_6CH_3$;

$-(CH_2)_3-NH-(CH_2)_9CH_3$;

$-(CH_2)_4-NH-(CH_2)_9CH_3$;

$-(CH_2)_5-NH-(CH_2)_9CH_3$;

$-CH_2CH_2-NH-(CH_2)_7CH_3$;

$-CH_2CH_2-NH-CH_2-$cyclohexyl;

$-CH_2CH_2-S-(CH_2)_7CH_3$;

$-CH_2CH_2-OC(O)-(CH_2)_6CH_3$;

$-CH_2CH_2-NHSO_2-(CH_2)_9CH_3$;

$-CH_2CH_2-OSO_2-(CH_2)_9CH_3$;

$-CH_2CH_2-NH-CH_2CH=CH-CH=CH(CH_2)_4CH_3$ (*trans, trans*);

$-CH_2CH_2-NH-CH_2CH=CH-CH=CH(CH_2)_3CH_3$ (*trans, trans*);

$-CH_2CH_2-NH-CH_2CH=CH-CH=CHCH_2CH_3$ (*trans, trans*);

$-CH_2CH_2-NH-CH_2CH=CH-CH_2CH_2CH=CHCH_2CH_3$ (*trans, trans*);

$-CH_2CH_2-NH-CH_2$-4-Cl-Ph;

$-CH_2CH_2-NH-CH_2$-4-($PhCH_2O$-)Ph;

$-CH_2CH_2-NH-CH_2$-4-(4-CH_3-$PhCH_2O$-)Ph;

$-CH_2CH_2-NH-CH_2$-4-(4-Cl-$PhCH_2O$-)Ph;

$-CH_2CH_2-NH-CH_2$-4-[$CH_3(CH_2)_2O$-]Ph;

$-CH_2CH_2-NH-CH_2$-4-[$CH_3(CH_2)_4O$-]Ph;

$-CH_2CH_2-NH-CH_2$-4-[$CH_3(CH_2)_6O$-]Ph;

$-CH_2CH_2-NH-CH_2$-4-[$CH_3(CH_2)_8O$-]Ph;

$-CH_2CH_2-NH-CH_2$-4-[$(CH_3)_2CHCH_2$-]Ph;

$-CH_2CH_2-NH-CH_2$-4-(Ph-S-)Ph;

$-CH_2CH_2-NH-CH_2-4-(4-CF_3-Ph)-Ph$;

$-CH_2CH_2-NH-CH_2$-4-{4-[$CH_3(CH_2)_4O$-]-Ph}-Ph;

$-CH_2CH_2-NH-(CH_2)_6Ph$;

$-CH_2CH_2-NH-(CH_2)_8Ph$;

$-CH_2CH_2-NH-CH_2CH_2$-(cyclopropyl);

$-CH_2-C(O)O-(CH_2)_7CH_3$;

$-CH_2CH_2-NH-CH_2CH=CH-CH=CHCH_3$ (*trans, trans*);

$-CH_2CH_2-NHSO_2$-4-Ph-Ph;

$-CH_2CH_2-N(C(O)CH_2NHCH_3)-(CH_2)_9CH_3$;

$-CH_2CH_2-N(C(O)CH_3)-(CH_2)_9CH_3$;

$-CH_2CH_2-S(O)-(CH_2)_9CH_3$;

-CH_2CH_2-N(CH_2COOH)-$(CH_2)_9CH_3$;

-CH_2CH_2-$NHSO_2$-4-(4-Cl-Ph)-Ph;

-CH_2CH_2-N($CH_2CO_2CH_3$)-$(CH_2)_9CH_3$;

-CH_2-C(O)O-CH_2CH_3;

-CH_2CH_2-S(O)-$(CH_2)_7CH_3$;

-CH_2CH_2-$NHSO_2$-3-(4-Cl-Ph)-Ph;

-CH_2CH_2-$NHSO_2$-$(CH_2)_7CH_3$;

-$CH_2CH_2CH_2$-$NHSO_2$-4-(4-Cl-Ph)-Ph;

-CH_2CH_2-$NHSO_2$-4-(naphth-2-yl)-Ph;

-CH_2CH_2-NH-$(CH_2)_{11}CH_3$;

-CH_2CH_2-N[C(O)CH(NH_2)$(CH_2)_4NH_2$]-$(CH_2)_9CH_3$ (R isomer);

-$CH_2CH_2CH_2$-NH-CH_2-4-(4-CF_3-Ph)-Ph;

-$CH_2CH_2CH_2$-NH-CH_2-4-(4-CH_3O-Ph)-Ph;

-CH_2CH_2-NH-CH_2-4-[$(CH_3)_3CO$]-Ph;

-CH_2CH_2-NH-CH_2-3,4-di-(CH_3CH_2O)-Ph;

-CH_2CH_2-NH-CH_2-4-[$(CH_3)_2CH$]-Ph;

-CH_2CH_2-NH-CH_2-4-[$CH_3(CH_2)_3C{\equiv}C$]-Ph;

-CH_2CH_2-NH-CH_2-4-[$(CH_3)_2CHO$]-Ph;

-CH_2CH_2-NH-CH_2-4-(Ph$C{\equiv}C$)-Ph;

-CH_2CH_2-NH-CH_2-4-[$(CH_3)_3C$]-Ph;

-CH_2CH_2-NH-CH_2-5-(Ph$C{\equiv}C$)-thiophen-2-yl;

-CH_2CH_2-NH-CH_2-4-(PhCH=CH-)Ph (*trans*);

-CH_2CH_2-NH-CH_2-$(CH{=}CH)_4$-CH_3 (*trans, trans, trans, trans*);

-CH_2CH_2-N(C(O)Ph)-$(CH_2)_9CH_3$;

-CH_2CH_2-NH-CH_2-4-[4-$(CH_3)_3C$-thiazol-2-yl]-Ph;

-CH_2CH_2-N[$(CH_2)_9CH_3$]-C(O)CH_2-S-4-pyridyl;

-CH_2CH_2-N[$(CH_2)_9CH_3$]-C(O)-2-[PhCH(CH_3)NHC(O)-]Ph (R isomer);

-CH_2CH_2-N[$(CH_2)_9CH_3$]-C(O)-(1-$PhCH_2OC$(O)-2-oxoimidazolidin-5-yl) (S isomer);

-CH_2CH_2-N[$(CH_2)_9CH_3$]-C(O)-1-HO-cyclopropyl;

-CH_2CH_2-N(C(O)CH_2-naphth-2-yl)-$(CH_2)_9CH_3$;

-CH_2CH_2-N[C(O)$(CH_2)_9CH_2OH$]-$(CH_2)_9CH_3$;

-CH_2CH_2-N[C(O)$CH_2(OCH_2CH_2)_2OCH_3$]-$(CH_2)_9CH_3$;

-CH_2CH_2-N[C(O)$CH_2CH(Ph)_2$]-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)CH_2-3-HO-Ph)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)CH_2-NHC(O)-3-CH_3-Ph)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)CH_2CH_2-O-Ph)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)CH_2CH_2-3-pyridyl)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)$(CH_2)_3$-4-CH_3O-Ph)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)-indol-2-yl)-$(CH_2)_9CH_3$;

-CH_2CH_2-N{C(O)-1-[$CH_3COC(O)$-]-pyrrolidin-2-yl}-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)CH_2-NHC(O)-CH=CH-furan-2-yl)-$(CH_2)_9CH_3$ (*trans*);

-CH_2CH_2-N[C(O)-1-CH_3CH_2-7-CH_3-4-oxo-1,4-dihydro[1,8]naphthyridin-3-yl]-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)-1,3-benzodioxol-5-yl)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)CH_2-4-oxo-2-thiooxothiazolidin-3-yl)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)-3,4,5-tri-HO-cyclohex-1-en-1-yl)-$(CH_2)_9CH_3$ (R,S,R isomer);

-CH_2CH_2-N(C(O)$CH_2CH_2C(O)NH_2$)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)CH_2-5-CH_3-2,4-dioxo-3,4-dihydropyrimidin-1-yl)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)CH=CH-imidazol-4-yl)-$(CH_2)_9CH_3$ (*trans*);

-CH_2CH_2-N[C(O)CH($CH_2CH_2C(O)NH_2$)-NHC(O)O-CH_2Ph]-$(CH_2)_9CH_3$ (S isomer);

-CH_2CH_2-N[C(O)CH(CH_2OH)NHC(O)O-CH_2Ph]-$(CH_2)_9CH_3$ (S isomer);

-CH_2CH_2-N[C(O)CH[CH(OH)CH_3]NH-C(O)O-CH_2Ph]-$(CH_2)_9CH_3$ (S isomer);

-CH_2CH_2-N(C(O)CH_2NHSO_2-4-CH_3-Ph)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)$(CH_2)_3$-NH_2)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)-pyrrolidin-2-yl)-$(CH_2)_9CH_3$ (R isomer);

-CH_2CH_2-N(C(O)-pyrrolidin-2-yl)-$(CH_2)_9CH_3$ (S isomer);

-CH_2CH_2-N(C(O)CH(NH_2)$(CH_2)_4$-NH_2)-$(CH_2)_9CH_3$ (S isomer);

-CH_2CH_2-N(C(O)CH(NH_2)CH_2-3-HO-Ph)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)CH(NH_2)CH_3)-$(CH_2)_9CH_3$ (R isomer);

-CH_2CH_2-N[C(O)CH(CH_2OH)NHC(O)-CH_3]-$(CH_2)_9CH_3$ (S isomer);

-CH_2CH_2-N[C(O)CH(NHC(O)CH_3)-$(CH_2)_3$-NHC(NH)NH_2]-$(CH_2)_9CH_3$ (S isomer);

-CH_2CH_2-N(C(O)CH_2NHC(O)CH_3)-$(CH_2)_9CH_3$;

-CH_2CH_2-N(C(O)CH(CH_3)OC(O)CH-(NH_2)CH_3)-$(CH_2)_9CH_3$ (R,R isomer);

-CH_2CH_2-N(C(O)-5-oxopyrrolidin-2-yl)-$(CH_2)_9CH_3$ (R isomer);

-CH_2CH_2-NHC(O)-CH_2CH(CH_2CH_2Ph)-{3-[4-(9H-fluroen-9-ylCH_2OC(O)NH$(CH_2)_4$-]-1,4-dioxohexahydro-1,2-α-pyrazin-2-yl} (S,S,S isomer);

-CH_2CH_2-$NHSO_2$-4-(2-Cl-Ph)-Ph;

-CH_2CH_2-$NHSO_2$-4-[4-$(CH_3)_3$C-Ph]-Ph;

-CH_2CH_2-$NHSO_2$-4-[4-(Ph)-Ph-]Ph;

-CH_2CH_2-NH-4-(4-CF_3-Ph)-Ph;

-CH_2CH_2-S-$(CH_2)_8$Ph;

-CH_2CH_2-S-$(CH_2)_3$CH=CH$(CH_2)_4CH_3$ (*trans*);

-CH_2CH_2-S-$CH_2CH_2(CF_2)_5CF_3$;

-CH_2CH_2-S-CH_2-4-[$(CH_3)_2CHCH_2$-]Ph;

-CH_2CH_2-S-$(CH_2)_{11}CH_3$;

-CH_2CH_2-S-$(CH_2)_8CH_3$;

-CH_2CH_2-S-CH_2-3,4-di-($PhCH_2O$-)Ph;

-$CH_2CH_2CH_2$-S-$(CH_2)_8$Ph;

-$CH_2CH_2CH_2$-S-$(CH_2)_8CH_3$;

-$CH_2CH_2CH_2$-S-$(CH_2)_9CH_3$;

-$CH_2CH_2CH_2$-S-$(CH_2)_6$Ph;

-$CH_2CH_2CH_2CH_2$-S-$(CH_2)_7CH_3$;

-CH_2CH_2-S-$(CH_2)_6$Ph;

-CH_2CH_2-S-$(CH_2)_{10}$Ph;

-$CH_2CH_2CH_2$-S-CH_2-4-[$(CH_3)_2CHCH_2$-]Ph;

-CH_2CH_2-S-$(CH_2)_3CH$=$CH(CH_2)_4CH_3$ (*trans*);

-CH_2CH_2-S-CH_2-4-[3,4-di-Cl-PhCH_2O-]Ph;

-$CH_2CH_2CH_2$-S-CH_2-4-[3,4-di-Cl-PhCH_2O-]Ph;

-CH_2CH_2-SO-4-(4-Cl-Ph)-Ph;

-$CH_2CH_2CH_2$-SO-4-(4-Cl-Ph)-Ph;

-CH_2CH_2-S-$(CH_2)_{10}CH_3$;

-$CH_2CH_2CH_2$-S-$(CH_2)_{10}CH_3$;

-$CH_2CH_2CH_2$-S-CH_2-4-[$CH_3(CH_2)_4O$-]Ph;

-$CH_2CH_2CH_2$-S-CH_2CH=CH-CH=$CH(CH_2)_4CH_3$ (*trans, trans*);

-CH_2CH_2-S-CH_2-4-[4-Cl-PhCH_2O-]Ph;

-$CH_2CH_2CH_2$-S-CH_2-4-[4-Cl-PhCH_2O-]Ph;

-$CH_2CH_2CH_2$-S-CH_2-4-(4-CF_3-Ph-)Ph;

-$CH_2CH_2CH_2$-S-CH_2-4-(4-F-PhSO_2NH-)Ph;

-$CH_2CH_2CH_2$-S-$(CH_2)_8CH_3$;

-$CH_2CH_2CH_2$-S(O)-$(CH_2)_6$Ph;

-CH_2CH_2-S(O)-$(CH_2)_8$Ph;

-CH_2CH_2-S-$(CH_2)_3$-4-Cl-Ph;

-CH_2CH_2-S-$(CH_2)_6$-4-Cl-Ph; and

-CH_2CH_2-SO_2-$(CH_2)_9CH_3$.

21. (Canceled).